

STATE OF MICHIGAN
CIRCUIT COURT FOR THE 30TH JUDICIAL CIRCUIT
INGHAM COUNTY

E. L. COX, COMMISSIONER OF INSURANCE
FOR THE STATE OF MICHIGAN,

Petitioner,

v

MICHIGAN HEALTH MAINTENANCE
ORGANIZATION PLANS, INC., a
Michigan health maintenance organization,

Respondent.

File No. 98-88265-CR

Hon. James R. Giddings

A.G. No. 1998053333A

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FIRST AMENDED ORDER FOR
NOTICE OF HEARING ON THE REHABILITATOR'S PETITION FOR APPROVAL OF
THE SALE OF ASSETS OF OMNICARE

At a session of said Court held in the Circuit Courtrooms
for the County of Ingham, State of Michigan
on the 8th day of April, 2004

PRESENT: HONORABLE JAMES R. GIDDINGS
CIRCUIT JUDGE

The Rehabilitator has negotiated and entered into a Letter of Intent (LOI) to sell certain assets of OmniCare Health Plan to a prospective purchaser selected on the basis of competitive bids. The contemplated sale is subject to the approval of this Court and certain contingencies identified in the LOI. In order to obtain the Court's approval, the Rehabilitator is preparing a Petition that will be filed with this Court and served on the interested persons along with this First Amended Order establishing the procedure for consideration for approval. The Rehabilitator has requested that this Court establish the following schedule for consideration of the proposed sale.

Therefore, **IT IS HEREBY ORDERED** that consideration of the proposed sale of assets shall be as follows:

1. Wednesday, April 14, 2004—By no later than 5:00 PM on Wednesday, April 14, the Rehabilitator will file with this Court and serve a copy of this First Amended Order and the Petition upon interested persons. The Rehabilitator will also publish notice of the filing of the Petition in the Detroit Free Press and Detroit News for two days following the date of service. This published notice will refer persons to the web page of the Office of Financial and Insurance Service, where the Petition and this First Amended Order will be made available.
2. Wednesday, April 21, 2004—Any objections to the proposed sale shall be filed with this Court and the Rehabilitator no later than 5:00 PM. Any objections to the

proposed sale of assets not filed with this Court and actually received by the Rehabilitator by 5:00 PM April 21, 2004 are waived.

3. Wednesday, April 28, 2004—The Rehabilitator may file with this Court a response to any objections by no later than 5:00 PM April 28, 2004. The Rehabilitator shall serve any such response upon the person making the objection to which that response applies.
4. Monday, May 3, 2004 —The Court will hold a hearing beginning at 2:30 PM, or as soon thereafter as the Court may hear the matter, to consider the proposed sale of assets. If this hearing is adjourned or continued to a later date, notice of an adjourned or continued date shall be posted on the website of the Office of Financial and Insurance Services.
5. This order vacates and replaces the April 6, 2004 order for notice of hearing.

For purposes of this First Amended Order, “interested persons” includes (i) OmniCare’s providers, (ii) Michigan Department of Community Health, (iii) those persons who submitted bids that were not accepted by the Rehabilitator to purchase OmniCare’s assets, and (iv) individuals who have filed lawsuits or notices of intent to file lawsuits against OmniCare.

Any documents required to be served by the Rehabilitator may, at the Rehabilitator’s discretion, be provided in electronic format by mailing a compact disk (CD) or computer disk containing the documents to the interested person. Similarly, at the Rehabilitator’s discretion, any documents required to be served by the Rehabilitator may be served by electronic means, including e-mail and facsimile to the interested person.

Objections to the proposed sale of assets and all supporting documents shall reference
E.L. COX, COMMISSIONER OF INSURANCE FOR THE STATE OF MICHIGAN, v

MICHIGAN HEALTH MAINTENANCE ORGANIZATION PLANS, INC., a Michigan health maintenance organization, Ingham County Circuit Court File No. 98-88265-CR and shall be:

a. Served on the Rehabilitator in care of:

William A. Chenoweth
Assistant Attorney General
Insurance & Banking Division
Williams Building
525 West Ottawa Street
Lansing, MI 48913
facsimile: (517) 335-6755
electronic mail: chenowethb@michigan.gov

and

b. Served on the prospective purchaser in care of:

Paige D. Waters
Sonnenschein Nath & Rosenthal LLP
800 Sears Tower
233 South Wacker Drive
Chicago, Illinois 60606
facsimile: (312) 876-7934
electronic mail: pwaters@sonnenschein.com

c. Filed with the:

Ingham County Circuit Court Clerk
Veterans Memorial Courthouse
313 W. Kalamazoo – P.O. Box 40771
Lansing, MI 48901-7971

PAULA J.M. MANDERFIELD



HON. JAMES R. GIDDINGS
CIRCUIT JUDGE